

RECORDATION NO. 17521-3, K, L FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.

MAY 18 '98

11-40AM

SUITE 200
WASHINGTON, D.C.

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. _____ FILED

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

May 18, 1998

MAY 18 '98

11-40AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies each of the following secondary documents: (1) Lease Supplement No. 4, dated as of March 16, 1998; (2) Trust Indenture Supplement No. 4, dated March 16, 1998; and (3) Bill of Sale and Partial Release, dated April 16, 1998.

The enclosed documents relate to the Equipment Lease Agreement (GATC 91-1), and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17521.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 4

Lessor: State Street Bank and Trust Company
(successor to Fleet National Bank)
225 Franklin Street
Boston, Massachusetts 02101

Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

Vernon A. Williams
May 18, 1998
Page 2

Trust Indenture Supplement No. 4
and Bill of Sale and Partial Release

Owner Trustee: State Street Bank and Trust Company
(successor to Fleet National Bank)
225 Franklin Street
Boston, Massachusetts 02101

Indenture Trustee: Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60603

A description of the railroad equipment covered by the enclosed documents is:

railcar GACX 56791 is deleted from, and railcar GACX 56744 is added to,
the Lease and Trust Indenture

Also enclosed is a check in the amount of \$78.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

DATE: May 18, 1998

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 5/18/98 at 11:40AM, and
assigned recordation number(s). 17521-J, 17521-K, 17521-L, 18219-B, and 19851-L.

Sincerely Yours,

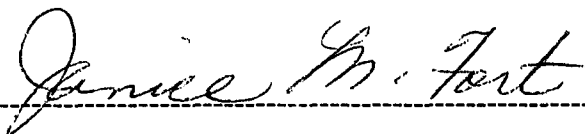

Vernon A. Williams

Enclosure(s)

130.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MAY 18 '98

11-40 AM

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company, as successor Owner Trustee, not in its individual capacity, but solely as Trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 56791 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Harris Trust and Savings Bank, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit are no longer subject to the Lease.

Dated: APRIL 16TH, 1998

State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____

Title: VICE PRESIDENT

Harris Trust and Savings Bank, as
Indenture Trustee

By: _____

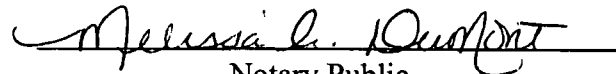
Title: _____

State of Connecticut)
) SS:
County of HARTFORD)

On the 16TH day of APRIL, 1998, before me personally appeared
STEVEN CIMALORE, to me known, who being by me duly sworn, say that (X)he is a
VICE PRESIDENT of State Street Bank and Trust Company, that said instrument was signed
on such date on behalf of said corporation by authority of its Board of Directors, and (X)he
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.

[Notarial Seal]

My commission expires:


Notary Public
MELISSA A. DuMONT
NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 31, 2001

State of Illinois)
) SS:
County of Cook)

On the ____ day of _____, 1998, before me personally appeared
_____, to me known, who being by me duly sworn, says that (s)he is a
_____ of Harris Trust and Savings Bank, that said instrument was signed on such
date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:

Notary Public

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company, as successor Owner Trustee, not in its individual capacity, but solely as Trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 56791 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.


Harris Trust and Savings Bank, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit are no longer subject to the Lease.

Dated: _____, 1998

State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____
Title: _____

Harris Trust and Savings Bank, as
Indenture Trustee

By:  _____
Title: ASSISTANT VICE PRESIDENT

State of Connecticut)
) SS:
County of)

On the ____ day of _____, 1998, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

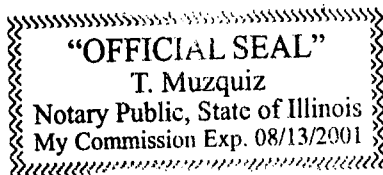
[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

MAR 30 1998

On the ____ day of _____, 1998, before me personally appeared JEFFREY L. KINNEY, to me known, who being by me duly sworn, says that (s)he is a ASSISTANT VICE PRESIDENT of Harris Trust and Savings Bank, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



T. Muzquiz
Notary Public
T. MUZQUIZ

[Notarial Seal]

My commission expires: *8-13-2001*